

COHEN JEFFREY MICHAEL
 Form 4
 March 12, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 COHEN JEFFREY MICHAEL

(Last) (First) (Middle)

C/O CIVITAS SOLUTIONS,
 INC., 313 CONGRESS STREET

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Civitas Solutions, Inc. [CIVI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/08/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
			Code V	Amount (D)			
Common Stock	03/08/2019		D	77,483 (1) (2) (3)	D 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option	\$ 17	03/08/2019		D	20,176	(4) 09/16/2024(4)	Com Sto
Stock Option	\$ 25.1	03/08/2019		D	5,599	(4) 01/14/2026(4)	Com Sto
Stock Option	\$ 17.05	03/08/2019		D	7,872	(4) 12/10/2026(4)	Com Sto
Stock Option	\$ 19	03/08/2019		D	7,440	(4) 12/09/2027(4)	Com Sto
Stock Option	\$ 13.65	03/08/2019		D	9,496	(4) 12/08/2028(4)	Com Sto
Performance-Based Restricted Stock Unit	(5)	03/08/2019		A	9,205	(5)(6) (5)(6)	Com Sto
Performance-Based Restricted Stock Unit	(5)	03/08/2019		D	9,205	(5)(6) (5)(6)	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN JEFFREY MICHAEL C/O CIVITAS SOLUTIONS, INC. 313 CONGRESS STREET BOSTON, MA 02210			Chief Information Officer	

Signatures

/s/ Gina L. Martin, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to the merger contemplated by the Agreement and Plan of Merger, dated as of December 18, 2018 (the "Merger Agreement"), by and among Civitas Solutions, Inc. (the "Company"), Celtic Tier II Corp. and Celtic Intermediate Corp. Pursuant to the

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terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each issued and outstanding share of common stock of the Company (the "Common Stock") held by the Company's stockholders, including the reporting person, was converted into the right to receive \$17.75 in cash.

- (2) Includes 2,016 restricted stock units ("RSU") that were scheduled to vest on December 6, 2019, 2,598 RSUs that were scheduled to vest on March 3, 2020, 3,619 RSUs that were scheduled to vest in two equal increments on December 8, 2019 and December 8, 2020 and 7,555 RSUs that were scheduled to vest in three equal increments on December 7, 2019, 2020 and 2021. At the Effective Time, each RSU, whether vested or unvested, was converted into the right to receive an amount in cash equal to (i) \$17.75 multiplied by (ii) the total number of shares of Common Stock subject to such RSU.

- (3) (continued from footnote (2)) For each RSU (other than 7,555 RSUs granted in December 2018), 50% of the consideration was paid on the closing date and 50% will be paid subject to continued service in accordance with the original vesting schedule of the RSUs, or, if earlier, in two equal installments on the first and second anniversaries of the closing. The consideration for 7,555 RSUs granted in December 2018 will be paid subject to continued service in accordance with the original vesting schedule, or, if earlier, in two equal installments on the first and second anniversaries of the closing.

- (4) At the Effective Time, each option to purchase shares of Common Stock (an "Option"), whether vested or unvested, was converted into the right to receive an amount in cash equal to the product of (i) the excess, if any, of \$17.75 over the exercise price per share of such Option and (ii) the total number of shares of Common Stock subject to such Option. Any Option that had an exercise price per share that was equal to or greater than \$17.75 was cancelled for no consideration. The consideration for Options (other than 9,496 Options granted in December 2018) was paid on the closing date. The consideration for 9,496 Options granted in December 2018 will be paid subject to continued service in accordance with the original vesting schedules of the Options.

- (5) At the Effective Time, each performance-based restricted stock unit ("PRSU"), whether vested or unvested, was converted into the right to receive an amount in cash equal to the product of (i) \$17.75 multiplied by (ii) the total number of shares of Common Stock subject to such PRSU, with performance-based vesting conditions deemed achieved based on actual performance through the closing date (in the case of PRSUs other than 3,777 PRSUs granted in December 2018), and, in the case of 3,777 PRSUs granted in December 2018, with performance-based vesting conditions deemed achieved at target.

- (6) (continued from footnote (5)) For each PRSU (other than 3,777 PRSUs granted in December 2018), 50% of the consideration was paid on the closing date and 50% will be paid subject to continued service in accordance with the original vesting schedule of the PRSUs, or, if earlier, in two equal installments on the first and second anniversaries of the closing. The consideration for 3,777 PRSUs granted in December 2018 will be paid subject to continued service in accordance with the original vesting schedule, or, if earlier, in two equal installments on the first and second anniversaries of the closing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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